

**"EuroEAP Society"
ASSOCIATION**

BYLAWS

A. Constitution, registered office, purpose, duration
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Art. 1 - Constitution

A non-profit Association according to the Swiss Civil Code shall be set up under the short name of "EuroEAP Society".

The Association shall be referred to with any of the following alternative extensive names:

- a) "European Society for Electromechanically Active Polymers"
- b) "European Society for ElectroActive Polymers"
- c) "European Society for Electromechanically Active Polymer Transducers and Artificial Muscles"
- d) "European Society for ElectroActive Polymer Transducers and Artificial Muscles".

The funds of the Association, its surpluses and any incurred revenue shall be used for statutory purposes only, exclusively to pursue its goals.

The Association shall be governed by the present bylaws. The same shall apply to the dealings between the Association and its Members.

Art. 2 - Registered office

The registered office of the Association shall be in Switzerland at a location designated by the Executive Committee. It shall be called the "EuroEAP Society Headquarters".

The Association might institute secondary offices, branches, delegations and agencies, in order to pursue its goals.

Art. 3 - Purpose, objectives and means

The main purpose of the Association shall be to contribute to and promote the scientific and technological advancement and the diffusion of Transducers and Artificial Muscles based on Electromechanically Active Polymers (EAP).

The Association shall operate at international level, although with a primary focus on Europe, pursuing solely not-for-profit activities according to the status of a non-profit Association defined by the Swiss Civil Code.

The specific objectives of the Association in its field of interest and competence shall include:

- a) creation of an operative platform and a coherent context to exchange knowledge and information, stimulate and promote new ideas, and facilitate collaboration among research institutes and companies;
- b) classification, organization and dissemination of scientific and technical knowledge;
- c) standardisation of methods, techniques and processes;

- d) scientific and technical training, formation, education, and dissemination in the field;
- e) creation of an interface with National and European institutions, funding agencies, opinion formers and research-policy decision makers, normalisation and standardisation bodies;
- f) establishment of a link to the European industry and investors, so as to stimulate industrial development, application and commercial exploitation of the EAP technologies.

The means to achieve these objectives shall endeavour:

- a) organization of a periodical international conference named "EuroEAP Conference" focused on EAP Transducers and Artificial Muscles, gathering experts in the field from all over the world;
- b) organization of workshops, schools, courses, seminars and events;
- c) creation and maintenance of scientific and technical databases accessible online through the Association website;
- d) issue and periodical updating of scientific and technical guidelines for standardisation of methods, techniques and processes;
- e) usage of the Association website as a means of dissemination of scientific/technical knowledge, general information, and divulgation in the field, through online documents, links, references, etc.;
- f) editorial activities for dissemination of scientific and technical knowledge;
- g) organization of prizes and awards for praiseworthy achievements in the field;
- h) establishment of relations with other associations, either national or international, which operate in the same or in pertaining fields. In the pursuit of its purposes, the Association may itself attain membership in other federations;
- i) stimulation, coordination, organization, promotion, execution, management, and/or support of joint research projects;
- j) creation and management of a European Institute on EAP Transducers and Artificial Muscles, aimed at performing research, regulation, training, formation, education and dissemination activities in the field.

In order to fulfil its purposes, the Association shall act directly or through its members or through specialized groups created by its members, according to internal regulations.

Art. 4 - Duration

The Association shall be set up for an indefinite period of time.

B. Membership

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Art. 5 - Membership categories

The membership categories of the Association will annually be proposed by the Executive Committee to be voted for approval by the General Assembly. Different membership categories, such as ordinary member, associate member, honorary member, overseas member, and student member, might be considered. Each membership category shall be defined according to internal regulations approved by the General Assembly, and will be publicized on the Association website.

Membership shall be granted to physical persons only.

Art. 6 - Membership fees

Members pay an annual membership fee.

The amount of the fees shall be set depending on the membership category and according to internal regulations, shall be approved by the General Assembly, and shall be publicized on the Association website.

Art. 7 - Application for membership

Application for membership shall be made in a manner to be determined by the Executive Committee, according to internal regulations that shall be publicized on the Association website.

Art. 8 - Membership acceptance

Criteria adopted to accept new members shall be defined by internal regulations. Anyone whose application is accepted by the Executive Committee may become an ordinary, associate, overseas or student member, according to internal regulations.

The Executive Committee may invite anyone to become an honorary member who, in their opinion, has made a sufficiently great contribution to the field of Transducers and Artificial Muscles based on Electromechanically Active Polymers. Honorary members enjoy all the rights and privileges of ordinary members. Past Presidents of the Association become perpetual Honorary Members.

Art. 9 - Membership implications

Association Membership implies the adhesion without any reserve to the present bylaws as well as to any decisions validly taken by the Organs of the Association.

Membership benefits depend on the membership category, according to internal regulations, and are publicized on the Association website.

Art. 10 - Liability of Members and Association

The members shall not be personally liable for the Association debts. The Association's liability is limited to the Association's assets.

Art. 11 - Membership termination

Membership shall be terminated upon:

- a) voluntary resignation of a member, notified to the Executive Committee;
- b) death, in case of physical persons, or liquidation of the organisation, in case of legal persons;
- c) a decision of the Executive Committee following non-payment of membership dues after a reasonable period of notice during which two reminders have been sent, according to internal regulations;
- d) a motion of exclusion passed by the General Assembly. Such a motion can only be proposed by the Executive Committee and must show just cause.

Neither voluntary withdrawal nor expulsion from the Association voids the responsibility to pay due fees and does not grant the right to claim refund of payments made or rights to the assets of the Association.

C. Funding

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Art. 12 - Association funding

The Association shall be funded by the following means:

- a) membership fees;
- b) conference fees, workshop fees, etc.
- c) grants and subsidies for research projects or other activities;
- d) revenues from publications, consultancy and other services;
- e) legacies and donations;
- f) incomes from other sources, surpluses and other earnings.

D. Organization

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Art. 13 - Organs of the Association

The Organs of the Association shall be:

- a) the General Assembly;
- b) the Executive Committee;
- c) the Scientific Committee;
- d) the Financial Auditors;
- e) the General Secretary.

The General Assembly shall resolve to establish, if needed, further internal entities, groups and functions, according to internal regulations.

D.1) the General Assembly

Art. 14 - Definition and constitution of the General Assembly

The General Assembly shall be the supreme body of the Association, and it shall include all of the Association members.

Art. 15 - Functions of the General Assembly

The General Assembly shall have the following functions:

- a) to elect the President, and the members of the Executive Committee, including one or more Vice-Presidents, one or more Honorary Presidents, up to three Financial Auditors, and a General Secretary if needed;
- b) to take decisions on the strategic development of the Association;
- c) to determine the membership fees for the following year;
- d) to approve the annual budget for the following year;
- e) to approve the annual financial accounts of the Association;
- f) to pronounce the motivated exclusion of a member;
- g) to establish further internal entities, groups and functions, and perform related elections;

- h) to define internal rules and approve their modifications;
- i) to approve modifications of the bylaws;
- l) to decide the dissolution of the Association.

Art. 16 - Annual physical meeting of the General Assembly

The General Assembly shall be convened by the Executive Committee in at least one annual physical meeting, to be held within July 30. The meeting will normally be held during the EuroEAP conference. The executive Committee shall convene the General Assembly by written or electronic invitation and should communicate the relevant agenda, not later than 4 weeks prior to the meeting.

Art. 17 - Extraordinary physical meeting of the General Assembly

An extraordinary physical meeting of the General Assembly, additional to the annual physical meeting shall be summoned by the Executive Committee, if:

- a) it is in the best interest of the association or
- b) at least 1/3th of members demand such a meeting by stating reasons and purpose in writing to the Executive Committee.

Art. 18 - Convocations, ballots, and decision taking of the General Assembly

In order to take specific decisions, the Executive Committee may convene the General Assembly at any time of the year. The convocation shall be sent to all of the Members via mail or e-mail, specifying the topics to be discussed and/or voted. The convocation might deal with a ballot and/or with a physical meeting. In the latter case, the convocation shall report the date, time and place of the meeting.

Any decision within the powers of the General Assembly, with the exception of a decision relating to winding-up, shall be taken through ballots performed either during physical meetings, or by e-mail, or online, or by any other electronic means, under the conditions prescribed for such ballots and specified in the convocation.

Physical meetings of the General Assembly shall be Chaired by the President of the Association, or, in case of his/her absence, by the or one Vice-President of the Association. In case of ballots held during physical meetings, proxies shall be allowed. The written mandate must be presented to the executive board prior to the decision taking.

During physical meetings, the General Assembly shall elect a secretary, who shall take minutes of the meeting. The minutes will be signed by the Chair of the Assembly and the secretary. The minutes shall include the following: time and date of the meeting, names of the Chair of the Assembly and of the secretary, names of members present, agenda, key issues discussed, method and outcomes of voting.

The General Assembly shall proceed validly when the members who are present at a physical meeting (including proxies/representatives) or have expressed a preference during an electronic ballot are at least 50% of the General Assembly members. If the Assembly does not reach the above-mentioned quorum, the Executive Committee is compelled to call a second Assembly that may be held even on the same day but within one month. The second General Assembly will be valid independent of the number of attending, represented or voting members.

Decisions of the General Assembly shall be taken by a simple majority of the Members who are present or are represented at a physical meeting, or have expressed a preference during an electronic ballot. In case of a tie, the

President, or, in his/her absence, the Vice-President, shall have a casting vote.

Decisions to modify the bylaws or to dissolve the Association must be approved according to a specific procedure described in Art. 36 of these bylaws.

The General Assembly may decide that the vote on any item of the agenda shall be held by anonymous/secret ballot.

D.2) the Executive Committee

Art. 19 - Definition and constitution of the Executive Committee

The Executive Committee is the Organ of management of the Association and execution of the General Assembly's decisions.

The Executive Committee shall be made of at least 5 Members of the Association. It shall include the President of the Association, the Vice-President/s, the Honorary President/s and the General Secretary.

Internal rules approved by the General Assembly shall define the number and functions of the Members of the Executive Committee.

The Executive Committee Members shall be elected by the General Assembly for a period of 4 years. At the end of his/her mandate, each Member shall be eligible for re-election to the same or a different function.

Art. 20 - Election of the Executive Committee members

The election of the Executive Committee members is performed during the annual meeting of the General Assembly. All members of the Association shall vote and all members can nominate candidates (including themselves) for election to the Executive Committee.

Art. 21 - Functions of the Executive Committee

The Executive Committee shall:

- a) support the organization of the annual edition of the EuroEAP conference in collaboration with the respective local organizing committee;
- b) support the organization of any other activity of the Association;
- c) vote on location, date and organizer of the next edition of the EuroEAP conference;
- d) convene the General Assembly, at least once per year;
- e) carry out decisions of the General Assembly;
- f) present reports, including the annual financial reports, to the General Assembly;
- g) organize ballots and consultations by mail, e-mail, online, or by other means of electronic vote;
- h) administer the assets and property of the Association;
- i) accept donations to the Association;
- j) accept new members of the Association;
- k) terminate membership in accordance with these bylaws;
- l) appoint an additional member of the Committee to replace one who has resigned. Such an appointment remains in force until the next General Assembly when a substitute can be properly elected;
- m) stipulate contracts on behalf of the Association. Contracts shall be binding if signed by the President;

n) determine such points of procedure not explicitly covered by these bylaws as may be needed to promote the smooth and just running of the Association.

Art. 22 - Meetings of the Executive Committee

The Executive Committee shall meet as often as necessary, at the request of the President.

The meetings could be either physical or virtual, through tele-conferences.

The Executive Committee shall meet at least once per year, in the occasion of the annual physical meeting of the General Assembly.

Art. 23 - Convocations, ballots, and decision taking of the Executive Committee

Convocations of the Executive Committee shall be sent to all of its Members via mail or e-mail, specifying the topics to be discussed and/or voted. The convocation might deal with a ballot and/or with a physical meeting. In the latter case, the convocation shall report the date, time and place of the meeting.

Any decision within the powers of the Executive Committee shall be taken through ballots performed either during physical meetings, or by e-mail, or online, or by any other electronic means, under the conditions prescribed for such ballots and specified in the convocation.

Meetings of the Executive Committee shall be Chaired by the President of the Association, or, in case of his/her absence, by the or one Vice-President of the Association. In case of ballots held during physical meetings, proxies shall be allowed. The written mandate must be presented to the executive board prior to the decision taking.

During meetings, the Executive Committee shall elect a secretary, who shall take minutes of the meeting. The minutes will be signed by the Chair of the Executive Committee and the secretary. The minutes shall include the following: time and date of the meeting, names of the Chair of the Executive Committee and of the secretary, names of the Committee members present, agenda, key issues discussed, method and outcomes of voting.

The Executive Committee shall proceed validly when the majority of its Members is present or represented. In case of lack of majority, the President is compelled to call a second date for the meeting or the ballot. The second Executive Committee will be valid independent of the number of attending, represented or voting members. The members will be informed about this case in their convocation.

Decisions of the Executive Committee shall be taken by a simple majority vote of the Members who are present or are represented at a physical meeting, or have expressed a preference during an electronic ballot. In case of a tie, the President, or, in his/her absence, the Vice-President, shall have a casting vote.

The Executive Committee may decide that the vote on any item of the agenda shall be held by secret ballot.

Art. 24 - Membership obligations of the Executive Committee

Each member of the Executive Committee must fulfil his or her obligations under these bylaws.

Any member of the Executive Committee who fails in performing his or her agreed duties may be removed by decision of the General Assembly, either during the first upcoming meeting already planned or in a prior meeting especially called to that effect. The request for voting a removal shall specifically be mentioned at the invite for the General Assembly.

In order to be admissible, the request should jointly be raised by at least three Members of the Association and submitted to the Executive Committee. Upon receipt of an admissible request, the Executive Committee should first inform all the Members of the Association by e-mail and then initiate the procedure to have the request openly discussed and voted during the a General Assembly. The General Assembly shall proceed validly when the members who are present at the physical meeting (including proxies/representatives) or have expressed a preference during an electronic ballot are 2/3 of the General Assembly members. If the Assembly does not reach the above-mentioned quorum, the Executive Committee is compelled to call a second Assembly that must be held at least one month later. The second General Assembly shall proceed validly when the members who are present at the physical meeting (including proxies/representatives) or have expressed a preference during an electronic ballot are 5% of the General Assembly members but at least 25 members. The removal shall be approved by a simple majority of the Members who are present or are represented at the physical meeting, or have expressed a preference during an electronic ballot.

D.3) the Scientific Committee

Art. 25 - Definition and constitution of the Scientific Committee

The Scientific Committee is the Organ of the Association with advisory functions to support the activities of the Executive Committee from a scientific standpoint.

The Scientific Committee shall be made of at least 5 members of the Association. It will have a President and one or more Vice-Presidents.

Art. 26 - Election of the Scientific Committee members

The Scientific Committee Members shall be elected by the General Assembly for a period of 4 years.

The Members shall be elected from a list of names suggested by the Executive Committee and/or the General Assembly.

At the end of his/her mandate, each Member shall be eligible for re-election to the same or a different function. No limitation to the number of mandates shall apply.

Art. 27 - Functions of the Scientific Committee

The Scientific Committee has advisory functions to support the activities of the Executive Committee from a scientific standpoint.

Art. 28 - Membership obligations of the Scientific Committee

Each member of the Scientific Committee must fulfil his or her obligations agreed with the Executive Committee. A member of the Scientific Committee who fails to perform his or her agreed duties may be removed by decision of the Executive Committee.

D.4) the Financial Auditors

Art. 29 - Definition of the Financial Auditors

To examine the annual statements of the Association, up to three Financial Auditors shall be elected by the General Assembly, each year, among the Association Members. The Auditors shall give account to the General Assembly on the results of their inspection. Re-election of the Auditors shall be possible.

D.5) the General Secretary

Art. 30 - Definition of the General Secretary

If needed, a General Secretary might be nominated by the General Assembly to support the Executive Committee in the accomplishment of the duties inherent to the management of different activities.

E. Fiscal year and balance-sheet
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Art. 31 - Fiscal year

The fiscal year shall be the civil year.

Art. 32 - Balance-sheet

A balance-sheet covering all the activities performed during each fiscal year shall be prepared by the Executive Committee, revised by the Financial Auditors and voted for approval by the General Assembly by June 30 of the subsequent year.

Exceptional circumstances might justify a later approval (to be motivated by the Executive Committee), which however shall necessarily be taken not later than 30 September.

Art. 33 - Prohibition of distribution of surpluses, revenues and capitals

The Association can not distribute surpluses, revenues and capitals to its Members.

Distributions shall be allowed only in case they are in favour of other non-profit associations or institutions that are analogous or affine to the Association, or in any case have a public utility.

Compensations for demonstrated expenses shall be allowed with prior approval by the Executive Committee.

Appropriate compensation of Members with specific functions for services provided could be approved by the General Assembly, in conformity with law.

F. Changes of the bylaws
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Art. 34 - Changes of the bylaws

The bylaws shall be modified by decision of the General Assembly, either during the first upcoming meeting already planned or in a prior meeting especially called to that effect. The request for changes shall be specifically mentioned at the invite for the General Assembly.

The General Assembly shall proceed validly when the members who are present at the physical meeting (including proxies/representatives) or have expressed a preference during an electronic ballot are 2/3 of the General Assembly members. If the Assembly does not reach the above-mentioned quorum, the Executive Committee is compelled to call a second Assembly that must be held at least one month later. The second General Assembly shall proceed validly when the members who are present at the physical meeting (including proxies/representatives) or have expressed a preference during an electronic ballot are 5% of the General Assembly members but at least 25 members.

The changes shall be approved by a simple majority of the Members who are present or are represented at the physical meeting, or have expressed a preference during an electronic ballot. In case of a tie, the President, or, in his/her absence, the Vice-President, shall have a casting vote.

The modifications approved by the General Assembly shall then be submitted to the competent authority.

G. Dissolution

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Art. 35 - Causes of dissolution

The Association shall be dissolved:

- a) if the purpose and objectives can not be pursued or become useless;
- b) in case of insolvency of the Association;
- c) if the Association cannot be statutorily formed.

Art. 36 - Procedure of dissolution

The Association shall be dissolved by decision of the General Assembly, especially called to that effect. The request for dissolution shall be specifically mentioned at the invite for the General Assembly.

The General Assembly shall proceed validly when the members who are present at the physical meeting (including proxies/representatives) or have expressed a preference during an electronic ballot are 2/3 of the General Assembly members. If the Assembly does not reach the above-mentioned quorum, the Executive Committee is compelled to call a second Assembly that must be held at least one month later. The second General Assembly shall proceed validly when the members who are present at the physical meeting (including proxies/representatives) or have expressed a preference during an electronic ballot are 5% of the General Assembly members but at least 25 members.

The dissolution shall be approved by a simple majority of the Members who are present or are represented at the physical meeting, or have expressed a preference during an electronic ballot. In case of a tie, the President, or, in his/her absence, the Vice-President, shall have a casting vote.

In case of dissolution of the Association, the Executive Committee will nominate a Liquidator.

The available assets, once the liabilities have been settled, shall be used by the Liquidator in conformity with the legal prescriptions and any decision taken to this effect by the General Assembly.

H. Jurisdiction and applicable law

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Art. 37 - Jurisdiction

Litigation concerning the rights and obligations of the Association of its members shall be governed by the Swiss Law.

Art. 38 - Applicable law

Articles of the Swiss Civil Code apply in a subsidiary manner to all questions or procedures not regulated in the present bylaws.

I. Transitory provisions

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Art 39 - Adoption of the bylaws

The present bylaws shall come into effect upon their adoption by the constitutive Provisional Executive Committee.

Adopted in London, at the constitutive meeting, on December 11, 2012.